

## **GOVERNANCE AND ETHICS**

### **System of Governance**

We believe that good corporate governance can initiate a virtuous circle in terms of corporate efficiency and integrity, with positive effects on other stakeholders as well.

We follow the traditional model, characterised by the appointment of a Board of Directors and a Board of Statutory Auditors, which monitors compliance with the law and Corporate By-laws.

### **CORPORATE LIABILITY**

GIMA S.p.A. conducts its business with integrity, legality, fairness, honesty, and transparency, in compliance with applicable Italian and international regulations concerning Corporate Criminal Liability.

The company has adopted on an optional basis an Organisation and Management Model pursuant to Italian Legislative Decree no. 231 of 8 June 2001, with the aim of preventing offences that, although committed by persons performing functions of representation, administration or direction or by persons subject to the direction or supervision of the latter, may be considered directly related to the entity as committed in its interest or to its advantage.

The Organisation and Management Model envisages a set of provisions and procedures and the incorporation of the principles of the Code of Ethics, in addition to the establishment of a Supervisory Body and a control system and disciplinary system designed to penalise non-compliance with Italian Legislative Decree 231/01, 231 Models and the provisions of Italian Legislative Decree 24/2023 (Whistleblowing Decree).

GIMA's Model 231 is a dynamic and shared document.

**Dynamic**, because it is attentive to every regulatory and operational change.

**Shared**, because its implementation involves the entire company population, both in the phase prior to development, through periodic risk assessment, and in the implementation phase, with training and information.

Furthermore, in compliance with art. 6, subsection I, letter b) of Italian Legislative Decree 231/2001, the GIMA Board of Directors' Meeting has established and appointed its own Supervisory Body, vested with independent powers of initiative and control, which is responsible for supervising the functioning of and compliance with the Model, ensuring that it is regularly updated.

GIMA S.p.A., in compliance with the provisions of Italian Legislative Decree 24 of 10 March 2023 (the 'Whistleblowing Decree'), has drawn up an operating procedure to provide clear guidance on: the type, content, recipients and methods of transmission of reports that may be made in relation to alleged breaches of the Model.

Furthermore, the protection of the Whistleblower and other individuals involved must be guaranteed. The above procedure can be viewed and downloaded by clicking on the "Whistleblowing / Reports" button at the bottom of the page, together with the privacy policy for the reported party and the Whistleblower.

If the report is not made in compliance with the company's procedures, and the Whistleblower does not declare their intention to keep their identity confidential and benefit from the protective measures envisaged in the event of retaliation, the report will be treated as ordinary.

Anyone who has dealings with GIMA S.P.A. is required to comply with the provisions contained in these documents. Any conduct contrary to the Decree or to rules set forth in the Model or Code of Ethics may result in termination of existing relationships.